

DXP ENTERPRISES, INC.
CODE OF ETHICS for
SENIOR FINANCIAL OFFICERS

General Philosophy

The honesty, integrity and sound judgment of DXP Enterprises, Inc.'s ("DXP") Senior Financial Officers, which includes Executive Financial officers and other Key Financial Managers, is fundamental to our reputation and success. While all directors, officers and employees are required to adhere to DXP's Code of Conduct, the professional and ethical conduct of the Senior Financial Officers is essential to the proper functioning and success of DXP.

Applicability

This Code of Ethics shall apply to DXP's Senior Financial Officers. "Senior Financial Officers" shall include both Key Financial Managers and Executive Financial Officers. The Key Financial Managers include the principal financial officer, the principal accounting officer, the controller, assistant controller, business segment controllers, Director of tax or persons performing similar functions. The Executive Financial Officers include DXP's Chairman, President and Chief Executive Officer, Senior Vice President/Finance and Chief Financial Officer, Senior Vice President and Chief Accounting Officer, Vice President and Controller. In the event of the change of an officer's title or designation as a principal officer, or the addition of an officer to the foregoing definition, any officer performing a similar function shall be included.

Standards of Conduct

To the best of their knowledge and ability, the Senior Financial Officers shall:

- act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- provide full, fair, accurate, timely, and understandable disclosure in reports and documents that DXP files with, or submits to, the Securities and Exchange Commission ("Commission") and in other public communications made by DXP;
- comply with applicable governmental laws, rules and regulations;
- promote the prompt internal reporting of violations of the Code of Ethics to the chair of the Audit Committee of the board of directors and to the appropriate person or persons identified in DXP's Code of Conduct;
- respect the confidentiality of information acquired in the course of employment;
- maintain the skills necessary and relevant to DXP's needs;

- promote, as appropriate, contact by employees with the appropriate person or persons identified in DXP's Code of Conduct or the chair of the Audit Committee of the board of directors for any issues concerning improper accounting or financial reporting of DXP without fear of retaliation;
- proactively promote ethical and honest behavior within DXP and its consolidated subsidiaries.

All Senior Financial Officers are expected to adhere to both the DXP Enterprises, Inc. Code of Conduct and this Code of Ethics. Any violation of this Code of Ethics will be subject to appropriate discipline, up to and including dismissal from the Company and prosecution under the law. The board of directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics for Senior Financial Officers. Any change in or waiver from, and the grounds for such change or waiver of this Code of Ethics for Executive Financial Officers, shall be promptly disclosed through a filing with the Securities and Exchange Commission on Form 8-K.